

Pilotin Decl., Exhibit D-1
OFCCP v. Google, Inc.

19. ITEM NO.	20. SCHEDULE OF SUPPLIES/SERVICES	21. QUANTITY	22. UNIT	23. UNIT PRICE	24. AMOUNT
	LINES AWARDED 541 1				

32a. QUANTITY IN COLUMN 21 HAS BEEN

☐ RECEIVED
 ☐ INSPECTED
 ☐ ACCEPTED, AND CONFORMS TO THE CONTRACT, EXCEPT AS NOTED: _____

32b. SIGNATURE OF AUTHORIZED GOVERNMENT REPRESENTATIVE	32c. DATE	32d. PRINTED NAME AND TITLE OF AUTHORIZED GOVERNMENT REPRESENTATIVE
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32e. MAILING ADDRESS OF AUTHORIZED GOVERNMENT REPRESENTATIVE	32f. TELEPHONE NUMBER OF AUTHORIZED GOVERNMENT REPRESENTATIVE
	32g. E-MAIL OF AUTHORIZED GOVERNMENT REPRESENTATIVE

33. SHIP NUMBER	34. VOUCHER NUMBER	35. AMOUNT VERIFIED CORRECT FOR	36. PAYMENT	37. CHECK NUMBER
<input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL			<input type="checkbox"/> COMPLETE <input type="checkbox"/> PARTIAL <input type="checkbox"/> FINAL	

38. S/R ACCOUNT NUMBER	39. S/R VOUCHER NUMBER	40. PAID BY
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41a. I CERTIFY THIS ACCOUNT IS CORRECT AND PROPER FOR PAYMENT	42a. RECEIVED BY (<i>Print</i>)
41b. SIGNATURE AND TITLE OF CERTIFYING OFFICER	42b. RECEIVED AT (<i>Location</i>)
41c. DATE	42c. DATE REC'D (YY/MM/DD)
	42d. TOTAL CONTAINERS

List Of Contract Documents

File Label: Contract Summary

File Name: ContractSummary.pdf Created : 05/06/2014

File Label: Other (optional-offeror defined)

File Name: Google Signed FPR April 23 2014_and_attachments.pdf Created : 05/06/2014

File Label: Google Continuation Sheets

File Name: Google Continuation Sheets.pdf Created : 05/28/2014

File Label: Attachment A

File Name: Attachment A Google.pdf Created : 05/28/2014

File Label: Offer Responses

File Name: Offer.pdf Created : 05/06/2014

File Label: Commercial Sales Practices

File Name: csp.pdf Created : 05/28/2014

Standard Form 1449, Contract for Commercial Items (Cont'd)**Page 1A****Google Inc.****Contract Number (See SF 1449, Block 2)**

Google Inc.'s offer dated Jul 2, 2013 and Final Proposal Revision dated Apr 23, 2014, submitted in response to standing No 7FCB-H2-07-0541-B, for Multiple Award Schedule 541 Advertising and Integrated Marketing Solutions, is hereby accepted by the Government for Special Item Number(s) 541-1 for the contract period Jun 2, 2014 through Jun 1, 2019.

Google Inc.'s Individual Small Business Subcontracting Plan, dated 4/11/2013, for the period of Jun 2, 2014 through Jun 1, 2019, in accordance with Clause 52.219-9, Small Business Subcontracting Plan, is hereby incorporated into this contract.

The Basis of Award Pricelist "Google GSA Pricelist_FPR, dated Feb 17, 2014 (Attachment A) is approved to be used as the basis of award. Price List has been annotated to reflect Special Item Number (SIN) applicability for each item.

Basis of Award Customer: are "identified by truncated ID rather than by name"

Basis of Award / Price Reductions Clause

Google acknowledges that they have read and understand clause 552.238-75 Price Reductions and accepts that the clause will be incorporated into Google's GSA AIMS contract. In order to fulfill the Price Reductions Clause (PRC), Google agrees to establish the customers listed below as the Basis of Award (BOA) customers:

The following price/discount relationship is hereby accepted for this award:

The price/discount relationship between the Government and the MFC and/or BOA is as follows: Google, Inc's Basis of Award (BOA) for this contract are "identified by truncated ID rather than by name". The price/discount relationship between the Government and the BOA will never be less favorable to the Government than at the time of award, that is: For the life of the contract, the Government's basic discount will never be less than 0% and will always be at least equal to the 0% basic discount granted to the BOA, which are "identified by truncated ID rather than by name" Customers as below.

BOA Customer ID*
27--23
25--46
40--37
28--77
40--77

Google will maintain a Zero (0%) discount relationship between GSA eligible buyers and the BOA customers. Google would trigger the PRC only if it offers a discount greater than 0% to any BOA customer for AdWords Auction services. The deviations from Google's standard commercial sales practices referenced in Section D of Google's CSP Pricing Narrative would not trigger the PRC.

GSA Pricing / Industrial Funding Fee

All GSA customers who purchase an AdWords Advertising Campaign with a budget of \$5,000 or more will be paired with one of Google's AdWords Account Managers who provide a variety of value-added advertising support services at the customers' request.

The Industrial Funding Fee (IFF) is a separate collection mechanism and any increase or decrease in the fee does not change the price discount relationship stated above. The current IFF is .75% and should be calculated as follows:

Negotiated price divided by (1 minus .0075) which equates to Negotiated price divided by 0.9925.

Example: $(\$100,000 / 0.9925) = \$100,755.67$

Although Google is unable to provide discounts to any GSA eligible buyers under the AdWords program, it will incur the cost of the Industrial Funding Fee (IFF) on behalf of GSA eligible buyers. On a quarterly basis, Google will submit sales reports and remit payment equal to 0.75% of GSA sales. In addition, all GSA eligible buyers will receive direct support from Google's AdWords Large Customer Sales (LCS) team regardless of their annual spend under AdWords.

The Economic Price Adjustment Clause 552-216-70, applies to all items awarded herein.

The contract will be administered by the address shown in Block 9 of Page 1, except for administration of the Industrial Funding Fee and Contractor Report of Sales Program, which is delegated to:

General Services Administration, FAS
Supplier Management Division (4QVOCEA)
Peachtree Summit Federal Building
401 West Peachtree Street, N. W.
Atlanta, GA 30365-2550

Standard Form 1449, Contract for Commercial Items (Cont'd)
Google Inc.
Contract Number (See SF 1449, Block 2)

Page 1B

This award consummates the contract, which consists of the following documents:

- (a) The Government's solicitation (available to you via eOffer or Fed Biz Opps)
- (b) Google Inc.'s offer submitted via eOffer on Jul 2, 2013
- (c) Google Inc.'s Final Proposal Revision *uploaded via eOffer* on May 6, 2014.
- (d) The watermarked SF 1449 (available via your eOffer) and these continuation pages

Pages 1C through 1E of this award reflect terms and conditions accepted at the time of award. As required in Clause I-FSS-600, Contract Price Lists, the information listed on pages 1C through 1E must also appear on the Cover Page Notices required by the clause and posted as a text file on GSA Advantage!

**GENERAL SERVICES ADMINISTRATION
FEDERAL ACQUISITION SERVICE
AUTHORIZED FEDERAL SUPPLY SCHEDULE CATALOG/PRICE LIST**

On-line access to contract ordering information, terms and conditions, up-to-date pricing, and the option to create an electronic delivery order is available through **GSA Advantage!**, a menu-driven database system. The INTERNET address for **GSA Advantage!** is <http://www.gsaadvantage.gov>

SCHEDULE TITLE: Advertising & Integrated Marketing Solutions (AIMS)
FSC Group: 541

CONTRACT NUMBER: Contractor shall insert contract number from SF 1449, Block 2

CONTRACT PERIOD: Jun 2, 2014 – Jun 1, 2019

For more information on ordering from Federal Supply Schedules click on the GSA Schedules link at www.gsa.gov

CONTRACTOR: Google Inc.
1600 Amphitheatre Parkway
Mountain View, CA – 94043 1103
Phone: 202-346-1241 Fax: 202-346-1101 DUNS: 060902413
www.google.com

CONTRACTOR'S ADMINISTRATION SOURCE: Courtney Kuhl Rose
Head of Government and Associations
1101 New York Ave NW
Washington State : DC Zip : 20005
USA Phone : 202-346-1241
Email : ckuhl@google.com

BUSINESS SIZE: Large

Socioeconomic Indicators: Large

CUSTOMER INFORMATION:

1a. TABLE OF AWARDED SPECIAL ITEM NUMBERS (SINs)

SIN	DESCRIPTION
541-1	ADVERTISING SERVICES

1b. LOWEST PRICED MODEL NUMBER AND PRICE FOR EACH SIN:
(Government net price based on a unit of one)

<u>SIN</u>	<u>MODEL</u>	<u>PRICE</u>
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To be completed by contractor on text file submission

1c. HOURLY RATES: n/a

2. **MAXIMUM ORDER*:** \$1 million per SIN

*Ordering activities may request a price reduction at any time before placing an order, establishing a BPA, or in conjunction with the annual BPA review. However, the ordering activity shall seek a price reduction when the order or BPA exceeds the simplified acquisition threshold. Schedule contractors are not required to pass on to all schedule users a price reduction extended only to an individual ordering activity for a specific order or BPA.

3. **MINIMUM ORDER:** \$5,000.00

4. **GEOGRAPHIC COVERAGE:** Worldwide

5. **POINT(S) OF PRODUCTION:** NA

6. **DISCOUNT FROM LIST PRICES:** *GSA Net Prices are shown on the attached GSA Pricelist. Negotiated discount has been applied and the IFF has been added.*

7. **QUANTITY DISCOUNT(S):** NA

8. **PROMPT PAYMENT TERMS:** Net 30 Days. Information for Ordering Offices: Prompt payment terms cannot be negotiated out of the contractual agreement in exchange for other concessions.

9.a **Government Purchase Cards must be accepted at or below the micro-purchase threshold.**

9.b **Government Purchase Cards are accepted above the micro-purchase threshold. Contact contractor for limit.**

10. **FOREIGN ITEMS:** As Applicable or None

11a. **TIME OF DELIVERY:** Shipped 30 Days after receipt of order

11b. **EXPEDITED DELIVERY:** None Offered

11c. **OVERNIGHT AND 2-DAY DELIVERY:** None Offered.

11d. **URGENT REQUIREMENTS:** Customers are encouraged to contact the contractor for the purpose of requesting accelerated delivery.

12. **FOB POINT:** Destination

- 13a. **ORDERING ADDRESS:** same
- 13b. **ORDERING PROCEDURES:** For supplies and services, the ordering procedures, information on Blanket Purchase Agreements (BPA's) are found in FAR 8.405-3
- 14. **PAYMENT ADDRESS:** Same as contractor
- 15. **WARRANTY PROVISION:** Standard Commercial Warranty.
- 16. **EXPORT PACKING CHARGES:** None
- 16. **TERMS AND CONDITIONS OF GOVERNMENT PURCHASE CARD ACCEPTANCE:**
Minimum \$5,000.00
- 18. **TERMS AND CONDITIONS OF RENTAL, MAINTENANCE, AND REPAIR (IF APPLICABLE):** N/A
- 19. **TERMS AND CONDITIONS OF INSTALLATION (IF APPLICABLE):** N/A
- 20. **TERMS AND CONDITIONS OF REPAIR PARTS INDICATING DATE OF PARTS PRICE LISTS AND ANY DISCOUNTS FROM LIST PRICES (IF AVAILABLE):** N/A
- 20a. **TERMS AND CONDITIONS FOR ANY OTHER SERVICES (IF APPLICABLE):** N/A
- 21. **LIST OF SERVICE AND DISTRIBUTION POINTS (IF APPLICABLE):** N/A
- 22. **LIST OF PARTICIPATING DEALERS (IF APPLICABLE):** N/A
- 23. **PREVENTIVE MAINTENANCE (IF APPLICABLE):** N/A
- 24a. **SPECIAL ATTRIBUTES SUCH AS ENVIRONMENTAL ATTRIBUTES (e.g. recycled content, energy efficiency, and/or reduced pollutants):** N/A
- 24b. **Section 508 Compliance for EIT:** as applicable
- 25. **DUNS NUMBER:** 060902413
- 26. **NOTIFICATION REGARDING REGISTRATION IN SYSTEM FOR AWARD MANAGEMENT (SAM) DATABASE:** Contractor has an Active Registration in the SAM database.